

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

June 17, 1999

RECORDATION NO. 19326-C

FILED

JUN 21 '99

11-00AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of the Lease of Railroad Equipment dated as of November 28, 1994 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19103

Equipment: Twenty-five (25) boxcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed on March 29, 1995 at 3:05 p.m. under Recordation No. 19326.

Please file this Lease Termination as a supplementary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO.

19326-C
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TERMINATION OF LEASE

JUN 21 '99

11-00AM

THIS TERMINATION OF THE LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 3, 1999 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of November 28, 1994 ("Lease"), with Consolidated Rail Corporation, a Pennsylvania corporation, with respect to the twenty-five (25) boxcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 19326 filed on March 29, 1995 at 3:05 p.m.

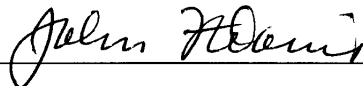
The Lease was terminated on November 30, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: _____



Print Name: John F. Dains

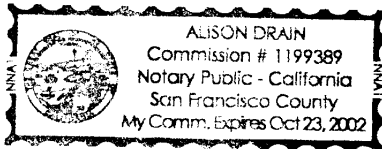
Title: Senior Vice President & CFO

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 11th, 1999, before me, Alison Drain
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Termination of the Lease of Railroad Equipment dated June 3, 1999

Equipment Description:

Twenty-five (25), 60' insulated boxcars with 10' x 9'4" plug doors, bulkheads, 20' end of car cushioning and "Speers" air bag system; built by Pacific Car and Foundry in 1968.

Unit Numbers:

CR 377000-377024